

UNITED STATES DISTRICT COURT
DISTRICT OF DELAWARE

In re:

STUDENT FINANCE CORPORATION,

Debtor.

CHARLES A. STANZIALE, JR.,
CHAPTER 7 TRUSTEE OF STUDENT
FINANCE CORPORATION,

Plaintiff,

v.

PEPPER HAMILTON LLP, et al.

Defendants.

Chapter 7

Case No. 02-11620

Adv. Pro. No. 04-56423-PBL

(District Court Case No.
04-1551-JJF)

STIPULATION AND ORDER OF
DISMISSAL WITH PREJUDICE OF
CLAIMS BETWEEN THE SETTLING
PARTIES

Pursuant to FED. R. CIV. P. 41, the undersigned attorneys for Charles A. Stanziale, Jr., as Chapter 7 Trustee of Student Finance Corporation (the "Chapter 7 Trustee"), Pepper Hamilton LLP ("Pepper") and W. Roderick Gagné ("Gagné") (collectively, the "Settling Parties") do hereby stipulate that

1. All claims between the Chapter 7 Trustee and Pepper are dismissed with prejudice, with each party to bear its own costs and attorneys' fees.
2. Counts I through VI, IX, and X of the First Amended Complaint are dismissed with prejudice, with each party to bear its own costs and attorneys' fees.
3. Counts VII, VIII (to the extent such count is reinstated by court order, or the Chapter 7 Trustee is otherwise permitted to assert the causes of action set forth in that count), and XI of the First Amended Complaint are not affected by this Stipulation and Order.
4. This Stipulation and Order is intended to implement the agreement of the Settling Parties, as set forth in the Trustee-Royal Attorneys Settlement Agreement executed September 24, 2007, and shall be construed consistent with that Agreement. Nothing herein shall dismiss or diminish the claims preserved by the Chapter 7 Trustee in that Agreement.

There is no just reason for delay. The Clerk shall enter a Judgment in accordance herewith, pursuant to FED. R. CIV. P. 54(b)

November 15
Dated: ~~September~~ *November* 15, 2007

THE BAYARD FIRM

By: *Charlene D. Davis*

Charlene D. Davis (No. 2336)
222 Delaware Avenue, Suite 900
Wilmington, DE 19801
Tel: (302) 655-5000

MORRIS NICHOLS ARSHT & TUNNELL LLP

By: *William H. Sudell, Jr.*

William H. Sudell, Jr. (No. 463)
1201 North Market Street
Wilmington, DE 19801
(302) 658-9200

*Counsel to Charles A. Stanziale Jr., Chapter 7
Trustee for Student Finance Corporation*

McELROY, DEUTSCH, MULVANEY &
CARPENTER, LLP
Charles A. Stanziale, Jr.
Michael S. Waters
Lois H. Goodman
Jeffrey T. Testa
Three Gateway Center
100 Mulberry Street
Newark, NJ 07102
Tel: (973) 622-7711

*Counsel to Charles A. Stanziale Jr., Chapter 7
Trustee for Student Finance Corporation*

*Attorneys for Pepper Hamilton LLP and W.
Roderick Gagné*

CAHILL GORDON & REINDEL LLP
Charles A. Gilman
80 Pine Street
New York, NY 10005
(212) 701-3000

Attorneys for Pepper Hamilton LLP

SCHNADER HARRISON SEGAL & LEWIS LLP
Elizabeth K. Ainslie, Esq.
1600 Market Street, Suite 3600
Philadelphia, PA 19103
(215) 751-2000

*Attorneys for Pepper Hamilton LLP and W.
Roderick Gagné*

So Ordered:

USDJ